

RECORDATION NO. 29665 FILED

FEB 28 '11 -3 00 PM

**SURFACE TRANSPORTATION BOARD**

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February 28, 2011

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of August 9, 2010, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	The Andersons, Inc. 480 West Dussel Drive, Suite R Maumee, OH 43537
Lessee:	Consolidated Grain and Barge Co. 1127 East Service Road, Highway 190 Covington, LA 70433

Chief  
Section of Administration  
February 28, 2011  
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A description of the railroad equipment covered by the enclosed document is:

100 railcars within the series AEX 6666 - AEX 9148 as more particularly set forth in the attachment to the document.

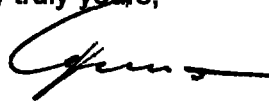
A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF LEASE**

**WITNESSETH**

This Memorandum of Lease is entered into as of the 9<sup>th</sup> day of August, 2010, by and between The Andersons, Inc., an Ohio corporation, having its principal place of business at 480 W. Dussel Drive, Maumee, Ohio 43537 (hereinafter "Lessor") and Consolidated Grain and Barge Co., a Missouri corporation, having its principal place of business at 1127 East Service Road, Highway 190, Covington, Louisiana 70433 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that certain Full Service Lease Agreement made as of December 1, 2006 (the "Master Lease"), and Rider Deal #R01552 dated as of August 9, 2010 (the "Schedule"), whereby Lessor leases to Lessee ninety-five (95) railcars bearing railroad reporting marks as noted on attached Exhibit A.
2. The parties desire to execute this Memorandum of Lease for purposes of memorializing of record the Master Lease and Schedule contemplated hereby.
3. This Memorandum of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same Memorandum of Lease.

***[Signature Pages to Follow]***

Each party, pursuant to due corporate authority, has caused this Lease to be executed by its authorized officer or other employee, and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below, that the execution of this Lease was the free act of the corporation, the foregoing is true and correct and that this Lease was executed on the date indicated below.

Lessee

**CONSOLIDATED GRAIN AND BARGE CO.**

By: [Signature]  
Printed  
Name: Kent Hall  
Title: Rail Manager  
Date: 8-9-10

STATE OF Louisiana  
Parish  
COUNTY OF St. Tammany SS:

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of August, 2010, by Kent Hall, the Rail Manager of Consolidated Grain and Barge Co., a Missouri corporation, on behalf of the corporation.

[Signature]  
Notary Public  
Commission Expires 11/09/12

LESSOR:

THE ANDERSONS INC.

By: Rasesh H. Shah

Printed

Name: Rasesh H. Shah

Title: President, Rail Group

Date: 8/18/2010

STATE OF OHIO )

COUNTY OF LUCAS ) SS:

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of August, 2010, by Rasesh H. Shah, the President, Rail Group of The Andersons, Inc., an Ohio Corporation, on behalf of the corporation.



Julie Ann Dibble  
Julie Ann Dibble  
Notary Public, State of Ohio  
My Commission Expires 08-20-2010

**Exhibit A**

**Equipment**

1	AEX 006666	26	AEX 007254	51	AEX 007436	76	AEX 008749
2	AEX 006692	27	AEX 007255	52	AEX 008518	77	AEX 008916
3	AEX 006693	28	AEX 007279	53	AEX 008530	78	AEX 008923
4	AEX 007070	29	AEX 007281	54	AEX 008534	79	AEX 008926
5	AEX 007089	30	AEX 007287	55	AEX 008535	80	AEX 008928
6	AEX 007092	31	AEX 007294	56	AEX 008556	81	AEX 008930
7	AEX 007105	32	AEX 007319	57	AEX 008562	82	AEX 008933
8	AEX 007107	33	AEX 007323	58	AEX 008600	83	AEX 008935
9	AEX 007111	34	AEX 007327	59	AEX 008604	84	AEX 008952
10	AEX 007117	35	AEX 007333	60	AEX 008608	85	AEX 008956
11	AEX 007126	36	AEX 007334	61	AEX 008609	86	AEX 009049
12	AEX 007129	37	AEX 007336	62	AEX 008612	87	AEX 009052
13	AEX 007153	38	AEX 007344	63	AEX 008613	88	AEX 009063
14	AEX 007156	39	AEX 007353	64	AEX 008618	89	AEX 009067
15	AEX 007167	40	AEX 007359	65	AEX 008621	90	AEX 009076
16	AEX 007175	41	AEX 007364	66	AEX 008625	91	AEX 009082
17	AEX 007184	42	AEX 007376	67	AEX 008640	92	AEX 009094
18	AEX 007190	43	AEX 007378	68	AEX 008716	93	AEX 009099
19	AEX 007193	44	AEX 007379	69	AEX 008723	94	AEX 009102
20	AEX 007196	45	AEX 007392	70	AEX 008726	95	AEX 009106
21	AEX 007202	46	AEX 007395	71	AEX 008738	96	AEX 009107
22	AEX 007210	47	AEX 007404	72	AEX 008740	97	AEX 009109
23	AEX 007220	48	AEX 007422	73	AEX 008743	98	AEX 009115
24	AEX 007224	49	AEX 007428	74	AEX 008744	99	AEX 009145
25	AEX 007238	50	AEX 007435	75	AEX 008747	100	AEX 009148

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 2/25/11



\_\_\_\_\_  
Robert W. Alvord